

LAW OFFICES
414 UNION STREET, SUITE 1600
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NASHVILLE, TENNESSEE 37219

April A. Ingram
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Email: aingram@bccb.com

00 45 13 PM 3 46

TELEPHONE (615) 244-2582

FACSIMILE (615) 252-2380

INTERNET WEB <http://www.bccb.com/>

February 16, 2000

VIA HAND DELIVERY

David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

00-00114

Re: Application of Everest Connections Corporation for a Certificate of Convenience and Necessity to Provide Local Exchange Service, Exchange Access, and Interexchange Service Within Tennessee
Docket No.

Dear Mr. Waddell:

Everest Connections Corporation (“Everest” or “Applicant”) hereby submits the enclosed Application, seeking authority to operate as a facilities-based provider of local exchange service, interexchange service and exchange access service within the state of Tennessee. An original and thirteen (13) copies are provided. Filed under separate cover is Attachment D to the Application, which contains proprietary information. Because this information is highly confidential and proprietary, Everest requests that the Tennessee Regulatory Authority not disclose this financial information to the public or to any of Everest’s competitors.

Also enclosed is a check in the amount of \$25.00 for filing fees. Notice of this filing has been served on interested parties.

Please date-stamp one copy and return it to the undersigned in the postage-paid envelope provided.

If you have any questions concerning this matter, or if you require additional information, please give me a call at 252-2302.

POSTED
PAID

Walkin

\$ 29.00 CK# 5,23018

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of)
Everest Connections Corporation for)
A Certificate to Provide Competing)
Local Telecommunications Services)

TRA Docket No. 00-00114

RECEIVED
FEB 16 PM 3 46

EXECUTIVE SECRETARY

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to T.C.A. § 65-4-201 et seq. and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Everest Connections Corporation ("Everest") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Everest a certificate of convenience and necessity to provide competing local telecommunications services, including exchange access telecommunication services and interexchange services within the state of Tennessee. Everest is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its Application, Everest submits the following:

1. The full name and address of the Applicant is:

Everest Connections Corporation
425 Woods Mill Road South, Suite 300
Town & Country, Missouri 63017
Telephone: (314) 579-4655

Questions regarding this application should be directed to:

Kathleen A. Troughton
Director Regulatory Affairs
Everest Connections Corporation
425 South Woods Mill Road
Town & Country, Missouri
Telephone: (314) 579-6907
Facsimile: (314) 579-4613

POSTED

Contact name and address at the Company is:

Kathleen A. Troughton
Director Regulatory Affairs
Everest Connections Corporation
425 South Woods Mill Road
Town & Country, Missouri
Telephone: (314) 579-6907
Facsimile: (314) 579-4613

2. Names and addresses of all officers:

The names and addresses of the Applicant's principal corporate officers and other senior management responsible for Tennessee local operations are listed in Attachment A of this application.

3. Corporate Information.

Everest was incorporated in the state of Delaware on March 11, 1999. A copy of Everest's Articles of Incorporation and amendments are provided as Attachment B, and a copy of Everest's Authority to transact business in the state of Tennessee is provided in Attachment C.

4. Repair and Maintenance Information.

Everest understands the importance of effective customer service for local service consumers. Everest will make arrangements for its customers to call the company at its toll-free customer service number. The toll-free number will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at the headquarters address. Until local staff is in place, the contact person for customers in Tennessee to call is Kathleen Troughton at 1-800-896-3355.

5. Status of Everest in other states.

Everest has received a certificate in Kansas and has applications pending in Missouri, Colorado and Oklahoma and is preparing filings for additional jurisdictions.

6. Financial, Managerial and Technical Qualifications.

Everest possesses the managerial, technical and financial ability to provide local telecommunications service in the state of Tennessee as demonstrated below.

6.A. Financial Qualifications

Everest is a newly created company; therefore, audited financial statements do not exist. Everest expects to receive written confirmation from its investors within 30 days. Projected financial statements and capital expenditure budgets can be found in Attachment D. Financial statements do not reflect any reciprocal compensation for terminating ISP traffic.

6.B. Managerial Qualifications

As shown in Attachment E to this Application, Everest has the managerial experience to successfully operate a telecommunications enterprise in Tennessee.

6.C. Technical Qualifications

Everest possesses the technical qualifications to provide a full array of telecommunications services in Tennessee. The Company will file and maintain tariffs in the same manner and form as required of incumbent local exchange telecommunications companies with which Everest seeks to compete. Everest will meet the minimum basic local standards, including quality of service and billing standards required by all LEC's regulated by the TRA. Everest will comply with TRA rules including Chapter 1220-4-8.

The management team behind Everest Connections has been instrumental in the start-up of Brooks Fiber Properties (Michigan, Ohio, Connecticut, Rhode Island, Massachusetts, New York, Maine, New Hampshire, Missouri, Kansas, Oklahoma, Arkansas, Texas, Tennessee, Mississippi, Minnesota, Utah, Arizona, New Mexico, California and Nevada), MetroNet (Canada), and TDS Metrocom (Wisconsin).

7. Proposed Service Area

Everest will target the larger metropolitan areas served by BellSouth and Sprint/United.

8. Types of Local Exchange Service to be provided.

Everest Connections Corporation will be a facilities based provider of service and intends to offer residential and business customers local dial tone and a variety of other local telecommunications services, such as EAS service, 911 service, custom calling features and class features. Class 4/5 digital switches will be utilized to provide end-user subscriber telephone service and connections to the PSTN via SS7 trunking. Subscribers will connect to the switch via fiber optic and other area and underground cable facilities. Transport for these facilities and other connections will include SONET and digital transport systems. The capital expenditures over a 2 –4 year period is budgeted at \$65 million dollars. Everest will begin construction in the downtown areas of the larger metropolitan areas of Tennessee. Customers will not be required to purchase telephone CPE which could not be used with ILEC systems, should the customer decide to go back to the ILEC.

9. Public Interest and Necessity

Granting Everest a certificate of public convenience and necessity to provide a full array of telecommunications services throughout Tennessee will benefit the public. Everest's offerings will increase competition for local exchange services and interexchange services. Competition from companies such as Everest promotes the pro-consumer goals of the TRA and Telecommunications Act of 1996. Everest's entry into the market will neither prejudice nor disadvantage any class of service of telephone customers or providers. Its application, therefore, is in the public interest.

10. Small and Minority-Owned Telecommunications Business Participation Plan

Everest has attached as Attachment F its small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212.

11. Toll Dialing Parity Plan

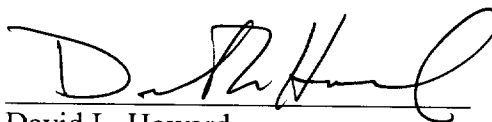
Everest has attached as Attachment G its toll dialing parity plan.

VERIFICATION

STATE OF MISSOURI

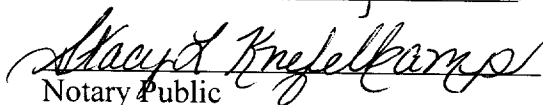
COUNTY OF ST. LOUIS

David L. Howard, being first duly sworn, deposes and says: That he is the Secretary for Everest Connections Corporation, the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by Everest Connections Corporation to verify that the contents of the application are true.



David L. Howard
Everest Connections Corporation
425 Woods Mill Road South
Town & Country, MO 63017
(314) 579-6901

Subscribed and sworn to before me this
14* day of February, 2000



Notary Public
State of Missouri

My commission expires: 01-29, ~~2000~~ 2002

STACY L. KNEFELKAMP
Notary Public-State of Missouri
County of St. Charles
My Commission Expires 01/29/2002

NOTICE OF FILING

Everest Connections Corporation has filed an Application with the Tennessee Regulatory Authority for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. The undersigned hereby certifies that a copy of this notice and a copy of the Application has been served on the following persons via U.S. Mail this 16th day of February, 2000:

Guy M. Hicks
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

T. G. Pappas, Esq.
Bass, Berry & Sims
2700 First American Center
313 Deaderick Street
Nashville, Tennessee 37238-2700

James B. Wright, Esq.
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

Century Telephone of Adamsville
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Don Ray Fannon, Division Manager
P.O. Box 100
57 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee
Citizens Telecommunications Company of the Volunteer State
Mike Swatts, State Regulatory Director, South
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.
Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Steve Parrott
Director-Regulatory Affairs
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.
Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company
Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

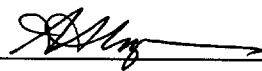
TDS Telecom-Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034



April A. Ingram

Everest Connections Corporation

Attachment A

Names and Addresses of
Everest Connections Corporation
Officers

Officers

Jim Moffit, CEO and Chairman of the Board,
1426 Country Lake Estates Drive, Chesterfield, MO 63005
Office: 425 South Woods Mill Rd, Suite 300, Town & Country, MO 63017;

Michael Roddy, COO and President,
2621 Rockwood Pointe Court, Wildwood, MO 63040
Office: 425 South Woods Mill Rd, Suite 300, Town & Country, MO 63017;

David L. Howard, Vice President, Secretary
330 Geyer Forest, Kirkwood, MO 63122
Office: 425 South Woods Mill Rd, Suite 300, Town & Country, MO 63017;

Shayne B. Barr, Vice President,
718 High Hill Court, Lake St. Louis, MO 63367;
Office: 425 South Woods Mill Rd, Suite 300, Town & Country, MO 63017;

Charles Morrison, Vice President,
2040 Key Harbour Drive, Lake St. Louis, MO 63367
Office: 425 South Woods Mill Rd, Suite 300, Town & Country, MO 63017;

Steven B. Fleschner, Treasurer
5189 Rosemount Drive, St. Charles, MO 63304
Office: 425 South Woods Mill Rd, Suite 300, Town & Country, MO
63017;

William E. Buckley, Assistant Secretary
10153 Springwood, St. Louis, MO 63124
Office: 101 South Hanley, Suite 1600, St. Louis, MO 63105.

Everest Connections Corporation

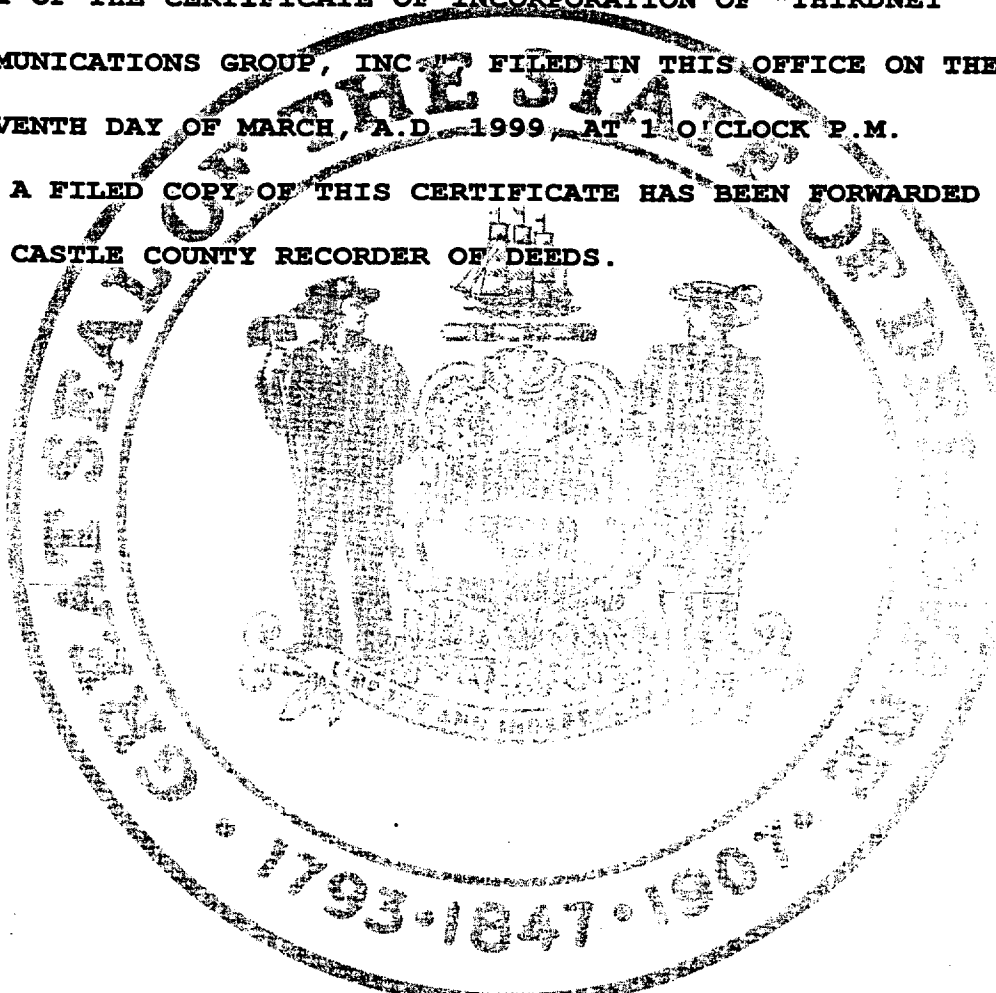
Attachment B

Articles of Incorporation

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THIRDNET COMMUNICATIONS GROUP, INC." FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 1999, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3015360 8100

AUTHENTICATION:

9624320

991095410

DATE:

03-12-99

CERTIFICATE OF INCORPORATION
OF
THIRDNET COMMUNICATIONS GROUP, INC.

* * * *

1. The name of the corporation is ThirdNet Communications Group, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of its business to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of common stock which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares with a par value of One Cent (\$0.01).

In all elections for directors, each shareholder entitled to vote shall have the right to cast only as many votes as shall equal the number of voting shares owned by such shareholder. Elections of directors need not be by ballot.

5. The name and mailing address of the incorporator is as follows:

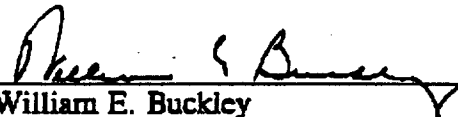
| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|--------------------|---|
| William E. Buckley | 101 South Hanley, Suite 1600 St. Louis, Missouri 63105 |

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.
8. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article 9 shall not eliminate or limit the liability of a director to the extent provided by the applicable law: (i) for any breach of the director's duty of loyalty to

the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

No amendment to or repeal of this Article 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is the act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of March, 1999.



William E. Buckley
Incorporator

Office of the Secretary of State

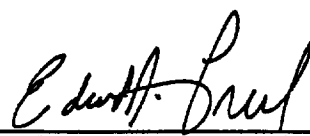
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THIRDNET COMMUNICATIONS GROUP, INC.", CHANGING ITS NAME FROM "THIRDNET COMMUNICATIONS GROUP, INC." TO "EVEREST CONNECTIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3015360 8100

991387854


Edward J. Freel, Secretary of State

9976586

AUTHENTICATION:

DATE:

09-20-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BEFORE PAYMENT OF CAPITAL
OF
THIRDNET COMMUNICATIONS GROUP, INC.**

The undersigned, being the incorporator of ThirdNet Communications Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That Article 1 of the Certificate of Incorporation be and it hereby is amended to read as follows:

1. The name of the corporation is Everest Connections Corporation.

SECOND: That the corporation has not received any payment for any of its stock.

THIRD: That the amendment was duly adopted in accordance with the provisions of section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has signed this certificate this 15th day of September, 1999.


William E. Buckley, Incorporator

Everest Connections Corporation

Attachment C

Authority to Transact
Business in
Tennessee

State of Delaware

PAGE 1

Office of the Secretary of State

RECEIVED
STATE OF TENNESSEE

00 JAN -4 PM 12:11

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVEREST CONNECTIONS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3015360 8300

AUTHENTICATION:

0172547

991569623

DATE:

12-30-99

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/06/00
REQUEST NUMBER: 3789-0244
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/04/00 1211
EFFECTIVE DATE/TIME: 01/04/00 1211
CONTROL NUMBER: 0382322

TO:
CT CORP SYSTEM
120 S CENTRAL AVE
CLAYTON, MO 63105

RE:
EVEREST CONNECTIONS CORPORATION
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 01/05/00

FROM:
C T CORPORATION SYSTEM (CLAYTON, MO)
120 S. CENTRAL AVENUE
CLAYTON, MO 63105-0000

| | | |
|-------------------------|----------|----------|
| RECEIVED: | FEES | |
| | \$600.00 | \$0.00 |
| TOTAL PAYMENT RECEIVED: | | \$600.00 |

RECEIPT NUMBER: 00002589533
ACCOUNT NUMBER: 00282908



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

EVEREST CONNECTIONS CORPORATION

Officers:

**Chairman of the Board
and Chief Executive Officer**

| <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------|---------------|--|
| | Jim A. Moffit | 425 S. Woods Mill Rd. Suite 300 Chesterfield, MO 63017 |

RECEIVED
STATE OF TENNESSEE

NOV-4 PM 12:11

RILEY DARNELL
SECRETARY OF STATE

| | | |
|---------------------|---------------------|---|
| President | Michael B. Roddy | Same as above |
| Vice President | Shayne B. Barr | Same as above |
| Vice President | Charles B. Morrison | Same as above |
| Vice President | David L. Howard | Same as above |
| Secretary | David L. Howard | Same as above |
| Treasurer | Steven B. Fleschner | Same as above |
| Assistant Secretary | William E. Buckley | 101 South Hanley Suite 1600 St. Louis, MO 63105 |

Directors:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Jim A. Moffit | 425 S. Woods Mill Rd. Suite 300 Chesterfield, MO 63017 |
| Michael B. Roddy | Same as above |
| David L. Howard | Same as above |
| Shayne B. Barr | Same as above |
| Charles B. Morrison | Same as above |

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

RECEIVED
STATE OF TENNESSEE
RILEY DARNELL
SECRETARY OF STATE

For Office Use Only

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is EVEREST CONNECTIONS CORPORATION

*If different, the name under which the certificate of authority is to be obtained is N/A

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 3/11/99 (must be month, day, and year), and the period of duration, if other than perpetual, is N/A

4. The complete street address (including zip code) of its principal office is

425 South Woods Mill Road, Ste. 300, Chesterfield, MO 63017
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

530 Gay Street, Knoxville Knox 37902
Street City County Zip Code

C T CORPORATION SYSTEM
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) See attached list

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached list

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) N/A

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

N/A, (date), (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly

Attachment D

Everest Connections Corporation

Pro-Forma Financial Statements

PROPRIETARY AND CONFIDENTIAL: FILED UNDER SEAL

Everest Connections Corporation

Attachment E

Biographies of Senior Management Team

Everest Connections Corporation is solely owned by GLA New Ventures, LLC, which is also the parent of GLA International, Inc. Many of the GLA International officers have or will serve as officers and executives of Everest Connections Corporation.

Jim A. Moffit, CPA, Chairman of the Board, CEO and President

Nearly three decades as corporate executive, financial officer, business and financial planner, specialist in regulatory matters, accountant, expert witness, consultant and auditor. Previous experience includes two years as President and COO of Brooks Fiber Properties, a start-up competitive access provider; twenty years with a large independent telephone company, and four years with an international accounting firm. Former President of Contel Corporation Central Region for four years until Contel was merged into GTE in 1991. Other positions with Contel included five years as Vice President-Financial Director, Western Region; two years as Assistant Vice President-Revenue Requirements, Western Region; four years as Assistant Vice President-Financial Planning, Western Region; and five years as corporate Chief Accountant; also involved in acquisition and disposition activities. Four years with Arthur Andersen and Company audit staff. BS in Accounting, with honors, from Northeast Missouri State University and an MBA from Washington University. CPA licensed to practice in Missouri. Named as one of the telecommunication industry's "Rising Stars" by Telephony Magazine in 1989.

Charles Morrison, Executive Vice President

Executive responsibility for Design Extender and Teledata divisions of GLA, providing computer aided design and drafting services for telecommunications networks. More than thirty-five years experience in cable and telephone industries in the areas of engineering project management, labor/management relations, and cable equipment testing and quality control. Former cofounder and Senior Vice President of Cencom Cable Associates, Inc. for ten years; provided management support for all Cencom operations, management of St. Louis operations, acquisition studies, programming and program production. Six years as General Manager of Columbia Cablevision, Inc. and First Capital Cablevision,

wholly owned subsidiaries of TC Industries; also responsible for the design and construction of these systems. Five years as Senior Project Manager for Telcom Engineering, Inc., another subsidiary of TC Industries, responsible for the design and installation of telephone and cable infrastructure throughout the U.S. Eleven years with Spencer Kennedy Laboratories in positions of increasing responsibility in manufacturing, testing, quality control and engineering. Associate degree in Engineering from Northeastern University, other electronic engineering courses, industry seminars and training programs. ACE and Emmy awards for programming work in St. Louis area. Member of Society of Cable Television Engineers and National Academy of Cable Programming and inducted member of Cable Television Pioneers Club.

Dean Stoneburner, Executive Vice President

Executive responsibility for GLA's Engineering and Field Services Division. Over three decades of telephony experience in corporate management; engineering, field services, project management; construction supervision, and twelve years in the automated mapping/facilities management arena. Principal, founder and former President, CEO and Director of Graphic & Data Solutions (GDS), a firm specializing in software application development, support and information conversion for the telecommunications industry. Product offerings included Telemap – automated mapping/facilities management/geographical information systems, Teledata – converts existing maps and records to Telemap system, and Telesystems – software solutions for management of billing, rating, plant and financial requirements. Twenty-three years with Telcom Engineering, Inc. with responsibilities in various engineering, construction inspection and project management positions, both domestic and international, including positions as Director and Vice President of Engineering. Associates Degree in Electronics from Bailey Institute of Technology, Advanced Management courses from Purdue University, plus numerous technical and management courses throughout career. Member of Independent Telephone Pioneer Association.

David L. Howard, JD, Senior Vice President, General Counsel & Corporate Secretary

Responsible for management of GLA's Consulting and Network Services Division which is responsible for financial analysis and modeling, strategic and business analysis and planning, strategic alliances, proposal preparation, contract negotiation and administration; project planning, tracking and administration; manpower planning, budget management. Nearly twenty years experience with SBC Communications, Inc. In most recent position reported to the President of Southwestern Bell Advanced Communications Services with responsibilities for corporate establishment; business planning and administration; regulatory compliance planning; strategic planning; intellectual property protection; and intelligent network technology planning and architectures to support new product development. Developed business cases and company-wide technical deployment plans for CCS7, CCS7-based services, Caller ID, and Advanced Intelligent Network (AIN). Earlier responsibilities included contract and joint venture negotiations; engineering; technology planning; software system development; regulatory, financial and business planning; capital budget management; project and joint venture management; business case development; staff supervision and corporate representations in industry and government forums. Negotiated an operating agreement and MOU for establishment of a \$150 Million joint venture. Developed corporate positions and compliance plans for numerous regulatory and legal proceedings including the 1996 Telecommunications Act sections 271 and 272, and network unbundling plans. Held leadership positions on corporate memberships in industry and government standards organizations. BS in Electrical Engineering from University of Texas at Arlington and Member of Eta Kappa Nu engineering honor society. MBA from Webster University, St. Louis, MO with highest honors distinction. JD from St. Louis University cum laude. Admitted to practice of law in Missouri, Illinois and Colorado. Licensed patent attorney by the U.S. Patent and Trademark Office. Member of the Missouri Bar, Bar Association of Metro St. Louis, ABA; ABA's Sections on Intellectual Property, Business and Communications Law, Strategic Leadership Forum;

Missouri and National Associations of Professional Engineers, and Institute of Electrical and Electronics Engineers.

Shayne B. Barr, Senior Vice President

Responsible for management of GLA's Information Systems Division. More than fifteen years experience developing information systems for the telecommunications industry. Seven years of entrepreneurial experience as founder, COO, and Executive Vice President of Graphic and Data Solutions, a firm specializing in software application development/support and information conversion for the telecommunications industry. Eight years with Telcom Services, Inc. in management and technical positions including Vice President-Business Development, Division Vice-President, Division Manager, Senior Systems Analyst, and Programmer. Significant accomplishments include co-authoring software applications for subscriber and carrier access billing, rating, plant, trouble, etc.; co-authoring an automated mapping/facilities management system; and overseeing the implementation of these systems in more than 100 telephone companies across the United States. Graduated with Honors from the Minnesota School of Business, has completed course work at Maryville College, and is currently attending Webster University.

Michael B. Roddy, Senior Vice President, Corporate Development

Sixteen years of telecommunications experience in a variety of operational and support disciplines. Most recently Mr. Roddy was President of USLink and Vice President of TDS TELECOM. Mr. Roddy initiated the successful conversion of USLink from a regional long distance provider to the second largest CLEC in Minnesota. Prior experience included Director of New Business Development for TDS TELECOM where he was responsible for the development of TDS' CLEC initiatives and the Madison, WI overbuild in particular. Mr. Roddy also held roles as Director - Access and Settlements responsible for intercompany negotiations and state regulatory policy nationwide, and Manager- Regulatory Affairs overseeing and pursuing the interests of TDS TELECOM in a 5 state region in the

Northeast. Mr. Roddy has also held financial and cost analysis roles with Fidelity Telecommunications Company (Fidelity Investments) and Contel's Eastern Region prior to its acquisition by GTE.

Susan E. Arndt, Vice President

Responsibilities include strategic market assessment and development of interactive broadband services for GLA clients. More than seventeen years of professional telecommunications experience in planning, development and market implementation for domestic and international voice, video, and data communications opportunities. Expertise in market research development for new technology implementation, product/service management, strategic pricing, advertising, collateral and sales support management, and promotional planning. Expertise in conducting technology needs assessments for market areas in determining market usage and corresponding technology solutions for competitive telecommunications, distance learning, telemedicine, LAN interconnections, smart communities, and other multimedia network services. Awarded numerous national and regional excellence awards for outstanding performance in marketing communications, new business venture planning, network services sales and support. MBA from Southern Illinois University magna cum laude and BA in Business Administration and Marketing from Stephens College summa cum laude. Member of American Marketing Association, USDLA Advisory Board, Stephens College Alumni Association Board member Who's Who of American Women 1997, Beta Gamma Sigma management honor society, and Vice President of the Greyhound Foundation.

Raymond C. Schulz, PE, Vice President

Responsibilities include strategic/business planning, technology assessment and recommendations, wireless technology and system planning, vendor and product evaluation, and system implementation support services. Nearly three decades of varied technical and management experience including twenty-two years with Southwestern Bell Corporation (SBC) in corporate strategic planning, new

services planning, regulatory technology planning, product management-data services, federal government marketing, transmission engineering, central office equipment engineering, and network planning. Most recent position with SBC was as Associate Director-Strategic Planning. Major accomplishments included development of a long-term strategic plan for an existing billion dollar SBC revenue stream; preparation of recommendations that created the SBC Technology Resources, a subsidiary to provide technology management and R&D support for SBC's growth strategies; structural analyses of the paging and cellular industries used to define SBC's wireless service growth strategy; and analysis of international telecommunications business opportunities for SBC International in Japan, Korea and Australia. Three years prior to SBC as Senior Engineer-Signal Processing for a major defense contractor. BS and MS degrees in Electrical Engineering from Washington University in St. Louis. Registered Professional Engineer in Missouri. Member of Tau Beta Pi national engineering honor society and Eta Kappa Nu national electrical engineering honor society. Senior Member of IEEE. Authored 1994 GLA publication, Wireless Technologies and PCS Applications – Competition for the Local Loop.

David E. Goodbread, Vice President Operations GLA

Responsible for contract negotiation and administration, recruiting, and management of telecommunications engineering, DC power and transmission installation, LAN & WAN, central office installation and construction projects for RBOCs, CAPs, CLECs, REA companies, universities, state and government agencies and other major clients. Projects include COE and OSP engineering, COE and DC power equipment installation, fiber optic cable installation, LAN & WAN applications, inspection and testing fiber and copper cable. Responsible for management of \$20,000,000+ major splicing and construction projects for SBC, GTE and Bell South. More than twenty-five years total experience including more than thirteen as owner and operations manager of Telco Construction firm providing engineering and design, locating utilities, underground and aerial utility construction, splicing, and installation repair services to GTE, SBC, AT&T, Bell

South, and REA companies throughout the United States and Mexico. Also served as scheduling engineer, OSP Engineer, area construction and splicing manager for SBC and prime contract firms for GTE and Bell South. Served as personnel recruiter for large OSP and ISP personnel company in Midwest. Completed engineering extension curriculum in Transmission of Electronic Energy at Texas A&M University and studied Business Technology at the University of Houston. Participated in several in-house management and engineering schools and several Rel-Tec DC Power Installation management classes.

Dick Rogers, Vice President - Business Development

Responsible for City Assessments, IEC, ISP, contracting, negotiations and client relations. A seasoned sales management executive with more than fifteen years of successful experience in both the telecommunications and data processing industries. major strengths in new business development, sales management and sales of telecommunications products and services in new markets to the Inter-Exchange carriers and end users. B.S. in business Administration from the University of Missouri, St Louis.

Carl Naes, Vice President - CLEC Operations

Responsible for CLEC operations planning, implementation, program management and ongoing CLEC operations support. Previously responsible for network deployment and operations for Brooks Fiber Properties operations in Knoxville, TN, with P&L responsibility, management of operations, customer services and sales. Started Brooks investments in the market as the first person on the ground and worked with local, citizenship and corporate groups in the market to implement the deployment of the CLEC network. Provided direct involvement with government, ROW and building entrance agreement negotiations. Other experience includes thirteen years in the position of General Manager for Crown Cable television and Plant manager, and Chief Technician for Cencom Cable.

Associates Applied Science from Jefferson College. Member of NCTA, SCTE, and ALTS.

Everest Connections Corporation

Attachment F

Small and Minority-Owned Telecommunications Business Participation Plan

EVEREST CONNECTIONS CORPORATION

SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, Everest Connections Corporation (“Everest”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange and local exchange services in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Everest is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Everest will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Everest will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Everest of such opportunities. Everest’s representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Everest will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Everest's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Everest's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. Dennis Moffit
Everest Connections Corporation
425 Woods Mill Road South, Suite 300
Town & Country, MO 63017
Tel: (314) 579-6905
Fax: (314) 579-4613

The Administrator's responsibility will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.

- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within Everest and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number or resources, including:

Chamber of Commerce
The Tennessee Department of Economics and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors.
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses

assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

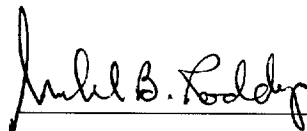
IV. RECORDS AND COMPLIANCE REPORTS

Everest will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Everest will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Everest will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Everest will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

EVEREST CONNECTIONS CORPORATION

By:


Michael Roddy

Chief Operating Officer

Dated: February 14, 2000

Everest Connections Corporation

Attachment G

Toll Dialing Parity Plan

Everest Dialing Parity Implementation Plan

Methodology: Everest will provide full 2-PIC (intraLATA toll and interLATA) dialing parity, allowing Everest customers to pre-subscribe to one carrier for all interLATA calls and to the same or another carrier for all intraLATA toll calls. One interLATA IXC and one intraLATA IXC may be selected for each trunk. All central offices owned by Everest will be equipped to provide this service.

Availability: Everest will provide full 2-PIC dialing parity in major metropolitan areas of each BellSouth/Sprint/United LATA in which Everest provides service.

Subscriber Practices: Everest will inform its new local service customers of the dialing parity feature, and provide customers a randomly ordered list of carriers available to them in their geographic area when the customer first subscribes to service. The list of intraLATA toll carriers will be presented in a competitively neutral manner. Customers who do not choose an intraLATA toll carrier will be identified within Everest's system as a "NO PIC" and will not automatically defaulted to a carrier. Customers identified as "NO PIC" within Everest's system will be required to dial 10XXX to place intraLATA toll calls until they make an affirmative choice for an intraLATA toll carrier. PIC change charges and waiver periods will be addressed in Everest's tariff to be filed prior to offering service in Tennessee.

Carrier Practices: Any interexchange carriers that wish to offer intraLATA toll services to Everest local customers must establish direct interconnect of its network with the Everest network. Other Access Service Request ("ASR") requirements will be available from the Everest Carrier Service Center. Everest will implement ASRs that require the installation of new access facilities in accordance with the standard provisioning intervals.

Proposed Implementation Schedule: Everest will implement dialing parity prior to offering service.

Notification: Everest will provide notice to its subscribers of the availability of intraLATA toll dialing parity at the time they request new telephone service, provided at least one ASR has been received from an alternative carrier. Everest will notify all Feature Group D carriers operating in Tennessee prior to offering service.

Access to Operator Services and Directory Assistance: Nondiscriminatory access to other carriers of telephone numbers, Operator Services and Directory Assistance will be available through the customer's local exchange carrier or interLATA carrier.

Anti-Slamming Procedures: A charge will be established for "slamming" or unauthorized PIC changes submitted by carriers or Everest for end-user customers.

Everest will be subject to the rules related to slamming as indicated in the Tennessee Regulatory Authority Rule 1220-4-2-.56, Sections (2) – (6).

TRA and FCC Rules: Everest will comply with all rules of the FCC and TRA regarding IntraLATA toll dialing parity.

Everest Connections Corporation

Attachment H

Corporate Structure

GLA New Ventures, LLC
Parent Company

Everest Connections Corporation

GLA International

Black Hills FiberCom
Investor - 4.5%

Everest Connections Corporation

Attachment I

Pre-Filed Testimony

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

NASHVILLE, TENNESSEE

**APPLICATION OF EVEREST §
CONNECTIONS CORPORATION §
FOR A CERTIFICATE OF §
CONVENIENCE AND NECESSITY §
AS A COMPETING §
TELECOMMUNICATIONS SERVICE §
PROVIDER §**

TRA Docket No. _____

PRE-FILED TESTIMONY OF KATHLEEN A. TROUGHTON

I, Kathleen A. Troughton, do hereby testify as follows in support of the application of Everest Connections Corporation (“Everest”) for a certificate of convenience and necessity as a competing telecommunications provider to provide telecommunications services throughout the State of Tennessee;

Q: Please state your full name, business address and title.

A: My name is Kathleen Troughton and my business address is 425 Woods Mill Road South, Suite 300, Town and Country, Missouri, 63017. I am Director of Financial and Regulatory Analysis of Everest.

Q: Are all statements in Everest’s application for a certificate of convenience and necessity filed before the Tennessee Regulatory Authority true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of Everest.

A: GLA New Ventures, LLC is the parent company of Everest Connections. GLA New Ventures LLC is also the parent company of GLA International. GLA International provides turnkey planning, business development, engineering, project management, construction management, data conversion, customer care software, AM/FM/GIS software and personnel recruiting for telecommunications and CATV providers. GLA New Ventures, LLC is an investor (4.5%) of Black Hills FiberCom, a facilities-based CLEC operating in South Dakota.

Q: Does Everest possess the requisite managerial, financial and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe Everest's financial qualifications.

A: Everest is in the final stages of securing its initial round of financing from its investors. Everest anticipates first round of financing for completed within 30 days.

Q: Please describe Everest's managerial and technical qualifications.

A: Everest possesses the managerial and technical qualifications to provide telecommunications services in Tennessee. As described in the biographical information accompanying its application, Everest's management team has extensive management and business experience in the communications industry.

Q: What services will Everest offer?

A: Everest seeks authority to provide a full-range of local, exchange access, interexchange (including intraLATA and interLATA) and switched and special access telecommunications services throughout the State of Tennessee. Everest intends to offer

this broad range of telecommunications services mainly through the use of its own facilities with incidental use of resold services. Consequently, Everest seeks certification to provide all of the services that can be provided by a local exchange company under the Tennessee Regulatory Authority's Rules. Everest also seeks certification to provide all services that can be provided by long distance resellers, in Tennessee. Everest also intends to provide switched and special access services on an inter and intra exchange basis. Other services offered will include, but not limited to, EAS, toll restrictions, custom calling services and caller ID. Everest will offer these services to all customers in its certificated area. Everest will either directly or through arrangements with other carriers or companies will provide those services required by TRA 1220-4-8-.04(3)(b).

Everest will, upon certification and before offering service, file its initial tariff with TRA setting forth the rates, charges and regulations for its services.

Q: Will granting of a certificate of convenience and necessity to Everest serve the public interest and need?

A: Yes. The grant of a certificate of public convenience and necessity to Everest to provide facilities-based and resold services within Tennessee will benefit the public because it will increase competition and customer choice for users of interexchange, exchange access and local access services. By increasing competition, Everest's provision of service is expected to improve the price and quality of telephone service in Tennessee. Moreover, Everest's entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. To the contrary, the presence of another authorized carrier will provide additional customer choice, promote competition, lower prices and stimulate development of additional telecommunications

services. The facilities that Everest plans to construct in Tennessee will also benefit the public. Everest plans to operate its Tennessee operations as a local company creating local jobs in a growing industry. As opportunities for economic growth continue to shift toward information services and technology, the quality of Tennessee's communications infrastructure will determine the state's ability to attract and maintain jobs because a modern telecommunications infrastructure attracts industry and lowers production costs.

Q: Has Everest filed its small and minority-owned business participation plan?

A: Yes.

Q: Has Everest filed its toll dialing parity plan?

A: Yes.

Q: Will Everest offer telecommunications services in areas served by rural telco's or telephone cooperatives?

A: Everest seeks statewide authority to extent permitted by law. Unless otherwise permitted by federal or state law, Everest does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications services in an area outside its service area existing as of June 6, 1995. Everest also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Everest reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

Q: Is Everest authorized to provide telecommunications services in any other states?

A: Yes. Everest has received a certificate in Kansas and has other certificates pending in Missouri, Oklahoma and Colorado.

Q: Who is knowledgeable about Everest's operations and will serve as Everest's regulatory and customer service contact?

A: I will serve as the responsible regulatory contact for the TRA to contact regarding Everest's filing requirements subsequent to approval. A local customer service representative will be named once Everest begins operations in Tennessee. Prior to offering service in Tennessee, Everest will establish an 800 number for customers to call.

Q: Has Everest been involved in any pertinent mergers or acquisitions?

A: No.

Q: Will Everest comply with all applicable statutes, rules and orders pertaining to the provision of telecommunications services in Tennessee.

A: Yes.

Q: Does this conclude your testimony?

A: Yes.

Kathleen A. Troughton

Kathleen A. Troughton
Everest Connections Corporation

Subscribed and sworn to before me this 15th day of February, 2000

Stacy L. Knefelkamp

Notary Public

State of MISSOURI

County of St Charles

My Commission expires 01-29-02

STACY L. KNEFELKAMP
Notary Public-State of Missouri
County of St. Charles
My Commission Expires 01/29/2002